AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT	1. CONTRACT ID CODE	PAGE 1	OF PAGE 3

2. AMENDMENT/MODIFICATION NO. P00015	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO.

6. ISSUED BY CODE N00039	7. ADMINISTERED BY (If other than Item 6) CODE S2404
Commander, Space and Naval Warfare Systems Command 4301 Pacific Highway San Diego, CA 92110-3127	Defense Contract Management Agency Virginia 10500 Battleview Parkway Suite 200 Manassas, VA 20109-2362
POC: David Bodner 02-N3 (703)685-5552 david.bodner@navy.mil	

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)	(X)	9A. AMENDMENT OF SOLICITATION NO.
Northrop Grumman Information Technology Inc. Defense Enterprise Solution 7575 Colshire Drive McLean, VA 22102	☐	
		9B. DATED (SEE ITEM 11)
	☒	10A. MODIFICATION OF CONTRACT/ORDER NO. N00039-02-C-3238
		10B. DATED (SEE ITEM 13)
CODE 1V4D7 FACILITY CODE		12 September 2002

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning 1 copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)
Not applicable

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

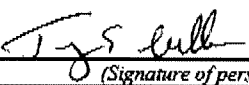| (X)	
☐	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT/ORDER NO. IN ITEM 10A.
☐	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying Office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
☒	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual agreement
☐	D. OTHER (Specify type of modification and authority)

E. IMPORTANT: Contractor ☐ is not, ☒ is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

This modification is issued to change the requirements for the Interim User Test requirement by (1) modifying CDRL B030, B012, and B018, and adding B034 and B035; (2) modifying the DRM; (3) modifying the SOW; (4) modifying the PMP; and (5) modifying the delivery date for CLIN 0100 (IUT); as shown on the following pages.

(see next page)

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) Troy L. Miller Sr. Contract Administrator	16. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) David Bodner, CONTRACTING OFFICER Space and Naval Warfare Systems Command
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)	15C. DATE SIGNED 7-30-04	16B. UNITED STATES OF AMERICA BY (Signature of Contracting Officer)	16C. DATE SIGNED 06 Aug 04

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

	1. CONTRACT ID CODE	PAGE 1	OF PAGE 3

2. AMENDMENT/MODIFICATION NO. P00015	3. EFFECTIVE DATE See Block 16C	4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO.	

6. ISSUED BY	CODE	N00039	7. ADMINISTERED BY *(If other than Item 6)*	CODE	S2404

6. ISSUED BY
Commander, Space and Naval Warfare Systems Command
4301 Pacific Highway
San Diego, CA 92110-3127

POC: David Bodner 02-N3 (703)685-5552 david.bodner@navy.mil

7. ADMINISTERED BY
Defense Contract Management Agency Virginia
10500 Battleview Parkway
Suite 200
Manassas, VA 20109-2362

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*	(X)	
Northrop Grumman Information Technology Inc. Defense Enterprise Solution 7575 Colshire Drive McLean, VA 22102	☐	9A. AMENDMENT OF SOLICITATION NO.
		9B. DATED *(SEE ITEM 11)*
	☒	10A. MODIFICATION OF CONTRACT/ORDER NO. N00039-02-C-3238
		10B. DATED *(SEE ITEM 13)*
CODE 1V4D7 FACILITY CODE		12 September 2002

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning 1 copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA *(If required)*
Not applicable

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

(X)	
☒	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: *(Specify authority)* THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT/ORDER NO. IN ITEM 10A.
☐	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES *(such as changes in paying Office, appropriation date, etc.)* SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
☒	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: Mutual agreement
☐	D. OTHER *(Specify type of modification and authority)*

E. **IMPORTANT:** Contractor ☐ is not, ☒ is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

This modification is issued to change the requirements for the Interim User Test requirement by (1) modifying CDRL B030, B012, and B018, and adding B034 and B035; (2) modifying the DRM; (3) modifying the SOW; (4) modifying the PMP; and (5) modifying the delivery date for CLIN 0100 (IUT); as shown on the following pages.

(see next page)

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER *(Type or print)*		16. NAME AND TITLE OF CONTRACTING OFFICER *(Type or print)* David Bodner, CONTRACTING OFFICER Space and Naval Warfare Systems Command	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY	16C. DATE SIGNED 06 Aug 04
(Signature of person authorized to sign)		*(Signature of Contracting Officer)*	

Therefore, this contract is hereby modified as follows:

1. In Section J, Exhibit B, CDRL B030 is modified to remove Interim User Test (IUT) from blocks 3, 10, 12, and 13. Blocks 10, 12, and 13 of CDRLs B012 and B018 are modified to read, "Submit no later than 15 days after successful completion of each test, except IUT." CDRL B034 IUT Assessment Report and CDRL B035 OCD Computer Software Product End Item (attached) are added to Exhibit B.

2. Attachment 2, Design Reference Mission (DRM) is rewritten as follows:

Page 14, Entity Identification: IUT – Interim Users Test – The scope of IUT is the initial functionality delivered using *PeopleSoft* native HRMS with Global Payroll capabilities. The purpose of the IUT is to provide an assessment that the Contractor has an understanding of the Government's requirements as stated in the DIMHRS (Pers/Pay) Operational Requirements Document, that those requirements have been successfully mapped to the *PeopleSoft* products, and that the *PeopleSoft* products are properly configured to provide maximum capability to support the Government's functional requirements. As part of the IUT assessment, the Contractor shall gather metrics for the Critical Design Review (CDR) milestone to determine the rate of customization and the fit/gap percentage. The assessment will also use the Operational Capability Demonstration (OCD) to demonstrate the DIMHRS (Pers/Pay) solution, including highlights of the native functionality used to support the functional requirements. The IUT will be conducted in the development environment and will leverage the already completed performance benchmark provided in the Contractor's proposal as well as other published benchmarks relevant to the DIMHRS (Pers/Pay) program. IUT will be used by the Joint Program Manager to determine the risk associated with exercising contract option CLINs 0200, 0201, and 0202 for Navy, Marine Corps, and Air Force functionality. The successful completion of IUT prior to DT&E is required for CLIN 0100, Army Personnel and Pay functionality. The Contractor shall perform IUT in order to assist the Joint Program Manager in determining the initial readiness of the system to enter into the System Demonstration Phase. The Government will not exercise further development CLINS without successful completion of IUT for CLIN 0100.

3. Attachment 3, Statement of Work (SOW):

Page VIII-A6-10, Paragraph 3.3.2: Delete the last sentence that reads, "Each IUT will also stress the system under test to ensure expected operational performance requirements can be satisfied."

4. Attachment 5, Program Management Plan (PMP):

Page IX-3-18b, Interim User Test (IUT): Delete the last sentence that reads, "Each IUT will also stress the system under test to ensure expected operational performance requirements can be satisfied."

5. There is an estimated cost reduction of approximately $1,160,000 for CLINs 0100, 0200, 0201 and 0202 associated with this modification. The contract costs will be negotiated and adjusted in an upcoming modification. Further changes to CLINs 0200, 0201, and 0202 will be accomplished prior to option exercise.

6. The Delivery date for the IUT for CLIN 0100 is changed to read, "Not later than 14 months after option exercise of CLIN 0100AA.

7. All other terms and conditions of this contract remain unchanged.

CONTRACT DATA REQUIREMENTS LIST
(1 Data Item)

Public reporting burden for this collection of information is estimated to average 110 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302 and to the Office of Management and Budget, Paperwork Reduction Project (0704-0188), Washington, DC 20503. Please DO NOT RETURN your form to either of these addresses. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. Listed in Block E.

A. CONTRACT LINE ITEM NO.	B. EXHIBIT	C. CATEGORY:		
See block 16	B	TDP _____	TM __X__	OTHER _____

D. SYSTEM/ITEM	E. CONTRACT/PR NO.	F. CONTRACTOR
DIMHRS Phase 2	N00039-02-C-3238	Northrop Grumman IT

1. DATA ITEM NO.	2. TITLE OF DATA ITEM	3. SUBTITLE
B034	IUT Assessment Report	

4. AUTHORITY (Data Acquisition Document No.)	5. CONTRACT REFERENCE	6. REQUIRING OFFICE
DI-IPSC-81440A	Design Reference Mission (DRM) Attachment 2	DIMHRS JPMO

7. DD 250 REQ	9. DIST STATEMENT REQUIRED	10. FREQUENCY	12. DATE OF FIRST SUBMISSION	14. DISTRIBUTION		
LT	D	See Block 16	See Block 16			
8. APP CODE		11. AS OF DATE	13. DATE OF SUBSEQUENT SUBMISSION	a. ADDRESSEE	b. COPIES Final	
A		N/A	See Block 16		Draft / Reg. / Repro	

16. REMARKS

a. ADDRESSEE	Draft	Reg.	Repro
DIMHRS JPMO	0	1	1

Block A: Exhibit B is applicable to data CLINS as outlined in B001, Block 16

Block 4: The report should demonstrate that the contractor has an understanding of the Government's requirements as stated in the DIMHRS (Pers/Pay) Operational Requirements Documents, that those requirements have been successfully mapped to the *PeopleSoft* products, and that the *PeopleSoft* products are properly configured to provide maximum capability to support the Government's functional requirements.

Include in the report the following:

1. An update to the assessment of the metrics from the CDR milestone to determine the rate of customization and the fit/gap percentage.

2. Update the highlights of the native functionality used to support the functional requirements.

3. Address the use of the performance benchmarks provided in the Contractor's proposal as well as other published benchmarks relative to the DIMHRS (Pers/Pay) technical solution.

Block 10, 12, 16: Submit the IUT report 15 days after successful completion of the OCD.

Block 14: Data submittals shall be electronically accessible via the Integrated Data Environment (IDE) unless otherwise stated on the DD Form 1423

15. TOTAL	01	1	1

G. PREPARED BY	H. DATE	I. APPROVED BY	J. DATE

17. Price Group	18. ESTIMATED Total Price NSP	

CONTRACT DATA REQUIREMENTS LIST
(1 Data Item)

Public reporting burden for this collection of information is estimated to average 110 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Department of Defense, Washington Headquarters Services, Directorate for Information Operations and Reports, 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302 and to the Office of Management and Budget, Paperwork Reduction Project (0704-0188), Washington, DC 20503. Please DO NOT RETURN your form to either of these addresses. Send completed form to the Government Issuing Contracting Officer for the Contract/PR No. Listed in Block E.

A. CONTRACT LINE ITEM NO.	B. EXHIBIT	C. CATEGORY:		
See block 16	B	TDP _____	TM X _____	OTHER _____

G. SYSTEM/ITEM	H. CONTRACT/PR NO.	I. CONTRACTOR
DIMHRS Phase 2	N00039-02-C-3238	Northrop Grumman IT

1. DATA ITEM NO.	2. TITLE OF DATA ITEM	3. SUBTITLE
B035	OCD Computer Software Product End Item	OCD Software

4. AUTHORITY (Data Acquisition Document No.)	5. CONTRACT REFERENCE	6. REQUIRING OFFICE
DI-MCCR-80700	Design Reference Mission (DRM) Attachment 2	DIMHRS JPMO

7. DD 250 REQ	9. DIST STATEMENT REQUIRED	10. FREQUENCY	12. DATE OF FIRST SUBMISSION	14. DISTRIBUTION		
LT	D	See Block 16	See Block 16	a. ADDRESSEE	b. COPIES Final	
8. APP CODE		11. AS OF DATE	13. DATE OF SUBSEQUENT SUBMISSION		Draft / Reg. / Repro	
A		N/A	See Block 16			

16. REMARKS		a. ADDRESSEE	Draft	Reg.	Repro
Block A: Exhibit B is applicable to data CLINS as outlined in B001, Block 16		DIMHRS JPMO	0	1	1

Block 10,12,13: Submit DIMHRS OCD software NLT 15 days after successful completion of the OCD.

Block 14: Data submittals shall be electronically accessible via the Integrated Data Environment (IDE) unless otherwise stated on the DD Form 1423. DIMHRS Software shall be submitted on a CD, which will include the source code for modification to COTS products. This will not include native PeopleSoft code.

15. TOTAL	0	1	1

G. PREPARED BY	H. DATE	II. APPROVED BY	J. DATE

17.Price Group	18. ESTIMATED Total Price NSP	